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Proposed Attorneys for Official Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re:
USA Commercial Mortgage Company
06-10725 – Lead Case
USA Capital Realty Advisors, LLC
06-10726
USA Capital Diversified Trust Deed Fund,
LLC
06-10728
USA Capital First Trust Deed Fund, LLC
06-10728
USA Securities, LLC
06-10729

Debtors.

Jointly Administered

Chapter 11 Cases

Judge Linda B. Riegler Presiding

**AMENDMENT TO VERIFIED
STATEMENT OF ROB CHARLES
PURSUANT TO BANKRUPTCY
RULES 2014 IN SUPPORT OF
APPLICATION BY OFFICIAL
COMMITTEE OF UNSECURED
CREDITORS TO EMPLOY LEWIS
AND ROCA LLP AS COUNSEL FOR
THE COMMITTEE**

Date: June 15, 2006

Time: 10:00 a.m.

Affecting:

.. All Cases

or Only:

× USA Commercial Mortgage Company

.. USA Capital Realty Advisors, LLC

.. USA Capital Diversified Trust Deed Fund,
LLC

.. USA Capital First Trust Deed Fund, LLC

Rob Charles declares under penalty of perjury:

1. This declaration supplements Lewis and Roca LLP's prior disclosures to this
Court.



2. The Official Committee of Equity Security Holders of USA Capital Diversified Trust Deed Fund, LLC (the “Diversified Trust Deed Committee”) has sought authority to employ Orrick, Herrington & Sutcliffe LLP as its counsel.

3. The Orrick firm’s employment application indicates that “Lewis and Roca is a client of Bond Logistix, LLC, a wholly-owned subsidiary of Orrick, that performs arbitrage rebate calculations with respect to certain tax exempt bonds pursuant to Section 148 of the Internal Revenue Code.”

4. I investigated and determined that Lewis and Roca has from time to time recommended that its clients hire Bond Logistix to provide such services, and arranged for such engagements.

5. Lawyers at Lewis and Roca in its Phoenix office work with lawyers at the Orrick firm from time to time on municipal finance transactions, including as consultants on projects for clients of Lewis and Roca. In such cases, the clients engage both Lewis and Roca and the Orrick firm.

6. These connections with the Orrick firm do not give rise to an attorney-client relationship between the Orrick firm and Lewis and Roca, and are in any event not related in any way to any of the Debtors.

7. Nothing about these connections with the Orrick firm would impact Lewis and Roca in any way in its dealings with the Orrick firm and the Committee it represents.

Dated June 14, 2006.

LEWIS AND ROCA LLP

By /s/ RC (#006593)

Rob Charles

*Proposed Attorneys for Official Committee of
Unsecured Creditors*